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To:
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Fax Number : (850)205-0381

From:
Account Name : GRACE NORWICH CPA
Account Number : 119990000092
Phone : (561)~~844-9806~~ 689-0899
Fax Number : (561)689-1131

05 NOV 14 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

MDPL, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 14, 2005

GRACE NORWICH CPA

,

SUBJECT: MDPL, INC.
REF: W05000050853

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Pages 3 & 4 are not legibility.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
NEW FILINGS

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1850-245-6052

FROM :GRACE FINANCIAL SERVICES INC FAX NO. :15616891131 Nov. 29 2005 01:00PM P3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MDPL, INC.

4106 Oxbow Drive
Coconut Creek, FL 33073

November 8, 2005

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

I, Munther Duaybes, do hereby confirm that I have no intention of reinstating the corporation of MDPL, Inc. from January 1, 2005 through December 31, 2005. Therefore I release the name for use to another entity.

In addition, I would like to incorporate a business in the name of MDPL, Inc. effective November 8, 2005.

X [signature]

Munther Duaybes

[signature]

Notary Public

GRACE NORWICH
MY COMMISSION # DD 074567
EXPIRES: February 18, 2006
1-800-3-NOTARY FL Notary Service & Bonding, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

1. Name.
The name of the Corporation shall be **MDPL, Inc.**

EFFECTIVE DATE
11/8/05

2. Effective Date.
The effective date of incorporation shall be the **8th day of November 2005.**

3. Principal Office.
Its principal office in the State of Florida is **4106 Oxbow Drive, Coconut Creek, FL 33073, county of** Broward.

4. Purposes.
The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

5. Capital Stock.
The total number of shares of capital stock that the Corporation shall have authority to issue is **One Hundred Shares,** all of which are to be common stock with **per value of $1.00.**

6. Initial Registered Agent, Incorporator and Street Addresses.

The name and street address of the registered agent is: **Munther Duaybes, 4106 Oxbow Drive, Coconut Creek, FL 33073.**

7. Initial Board of Directors.
The name and mailing address of the directors are:
Munther Duaybes, President – 50% of shares
4106 Oxbow Drive, Coconut Creek, FL 33073.
Patricia Duaybes, V.President – 50% of shares
4106 Oxbow Drive, Coconut Creek, FL 33073

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8 **Existence**.
The Corporation is to have perpetual existence.

10. **Management**.
Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

(a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

(b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.

(c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefore may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporate upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of NOV, 2005.

X [signature]
Munther Duaybes, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STQATE FO FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT,IN THE STATE OF FLORIDA.

1. The name of the corporation is: **MDPL, Inc.**
2. The name and address of the registered agent and office is:
   Munther Duaybes
   4106 Oxbow Drive
   Coconut Creek, FL 33073

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

X [signature] 11.8.05

(SIGNATURE) (DATE)

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